

FRALEY ROBERT T
Form 4
April 10, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRALEY ROBERT T

(Last) (First) (Middle)
800 N. LINDBERGH BLVD.

(Street)

ST. LOUIS, MO 63167

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MONSANTO CO /NEW/ [MON]

3. Date of Earliest Transaction
(Month/Day/Year)
04/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/06/2012		G	V 300 D \$ 0	92,862 ⁽¹⁾	D	
Common Stock	12/07/2012		G	V 1,000 D \$ 0	91,862	D	
Common Stock	12/12/2012		G	V 150 D \$ 0	91,712	D	
Common Stock	12/19/2012		G	V 500 D \$ 0	91,212	D	
Common Stock	04/08/2013		M	7,198 A \$ 44.06	98,410	D	

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Common Stock	04/08/2013		M	30,000	A	\$ 87.14	128,410	D	
Common Stock	04/08/2013		M	50,000	A	\$ 58.71	178,410	D	
Common Stock	04/08/2013		S	87,198	D	\$ 104.9771 (2)	91,212	D	
Common Stock							11,679	I	By Trust - 2003 GRAT I
Common Stock							6,406	I	By Trust - 2010 GRAT I
Common Stock							4,663	I	By Trust - 2010 GRAT II
Common Stock							3,906	I	By Trust - Childrens
Common Stock	04/09/2013		S	6,000	D	\$ 105.5405 (3)	0	I	By Family LLC
Common Stock							3,871	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to	\$ 44.06	04/08/2013		M	7,198	11/15/2007(4)	10/26/2016	Common Stock	7,198

Buy)

Option

(Right to

\$ 87.14

04/08/2013

M

30,000

11/15/2008⁽⁵⁾

10/22/2017

Common
Stock

30,000

Buy)

Option

(Right to

\$ 58.71

04/08/2013

M

50,000

11/15/2011⁽⁶⁾

10/25/2020

Common
Stock

50,000

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRALEY ROBERT T 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			EVP, Chief Technology Officer	

Signatures

Jennifer L. Woods,
Attorney-in-Fact

04/10/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 2,350 shares previously owned indirectly through the 2003 GRAT I.

This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported on this line ranged from \$104.78 to \$105.19. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.

This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported on this line ranged from \$105.52 to \$105.551. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.

(4) One-third of the options became exercisable on November 15, 2007, one-third of the options became exercisable on November 15, 2008 and the remainder of the options became exercisable on November 15, 2009, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.

(5) One-third of the options became exercisable on November 15, 2008, one-third of the options became exercisable on November 15, 2009 and the remainder of the options became exercisable on November 15, 2010, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.

(6) One-third of the options became exercisable on November 15, 2011, one-third of the options became exercisable on November 15, 2012 and the remainder of the options become exercisable on November 15, 2013, subject to the terms and conditions of the Monsanto Company 2005 Long Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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